

CRAVATH, SWAINE & MOORE LLP  
Paul H. Zumbro (*pro hac vice*)  
(pzumbro@cravath.com)  
Kevin J. Orsini (*pro hac vice*)  
(korsini@cravath.com)  
Omid H. Nasab (*pro hac vice*)  
(onasab@cravath.com)  
825 Eighth Avenue  
New York, NY 10019  
Tel: 212 474 1000  
Fax: 212 474 3700

*Attorneys for Debtors  
and Debtors in Possession*

KELLER BENVENUTTI KIM LLP  
Tobias S. Keller (#151445)  
(tkeller@kbkllp.com)  
Jane Kim (#298192)  
(jkim@kbkllp.com)  
650 California Street, Suite 1900  
San Francisco, CA 94108  
Tel: 415 496 6723  
Fax: 650 636 9251

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case  
No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11  
(Lead Case)  
(Jointly Administered)

**SUMMARY SHEET TO FIFTH INTERIM  
AND FINAL FEE APPLICATION OF  
CRAVATH, SWAINE & MOORE LLP FOR  
ALLOWANCE AND PAYMENT OF  
COMPENSATION AND REIMBURSEMENT  
OF EXPENSES FOR (I) THE FIFTH  
INTERIM PERIOD JUNE 1, 2020  
THROUGH AND INCLUDING JULY 1, 2020  
AND (II) THE FINAL FEE PERIOD  
JANUARY 29, 2019 THROUGH AND  
INCLUDING JULY 1, 2020**

Date: TBD  
Time: TBD (Pacific Time)  
Place: United States Bankruptcy Court  
Courtroom 17, 16th Floor  
San Francisco, CA 94102

**Objection Deadline:** September 21, 2020 at  
4:00 p.m. (Pacific Time)

**General Information**

Name of Applicant: Cravath, Swaine & Moore LLP (“**Cravath**”)

Authorized to Provide Professional Services to: Attorneys for Debtors and Debtors in Possession

Petition Date: January 29, 2019

Retention Date: April 25, 2019 *nunc pro tunc* to January 29, 2019

Prior Applications: *First Interim Fee Application of Cravath, Swaine & Moore LLP for Allowance and Payment of Compensation and Reimbursement of Expenses for the Period January 29, 2019 Through and Including May 31, 2019 [Docket No. 3683] (the “**First Interim Fee Application**”);*

*Second Interim Fee Application of Cravath, Swaine & Moore LLP for Allowance and Payment of Compensation and Reimbursement of Expenses for the Period June 1, 2019 Through and Including September 30, 2019 [Docket No. 4804] (the “**Second Interim Fee Application**”);*

*Third Interim Fee Application of Cravath, Swaine & Moore LLP for Allowance and Payment of Compensation and Reimbursement of Expenses for the Period October 1, 2019 Through and Including January 30, 2020 [Docket No. 6334] (the “**Third Interim Fee Application**”); and*

*Fourth Interim Fee Application of Cravath, Swaine & Moore LLP for Allowance and Payment of Compensation and Reimbursement of Expenses for the Period February 1, 2020 Through and Including May 31, 2020 [Docket No. 8419] (the “**Fourth Interim Fee Application**”)*

***Summary of Fees and Expenses Sought for the Fifth Interim Period***

Interim Time Period Covered by this Application Not Previously Covered by Prior Applications: June 1, 2020 through and including July 1, 2020 (the “**Fifth Interim Period**”)

Amount of Interim Compensation Sought as Actual, Reasonable and Necessary for the Fifth Interim Period: \$4,769,933.00

Amount of Interim Expense Reimbursement Sought As Actual, Reasonable and Necessary for the Fifth Interim Period: \$727,249.65

Total Interim Compensation and Expenses Requested for the Fifth Interim Period: \$5,497,182.65

***Summary of Voluntary Fee Reductions for the Fifth Interim Period***

Amount of Voluntary Reductions to Compensation Incurred During the Fifth Interim Period: \$60,704.50 in voluntary write offs

***Total Fees and Expenses Allowed Pursuant to Prior Applications***

Total Allowed Compensation Paid to Date: \$29,043,099.00

Total Allowed Expenses Paid to Date: \$1,022,061.82

Total Allowed Compensation and Expenses Paid to Date: \$30,065,160.82

***Total Fees and Expenses Paid to Applicant for the Fifth Interim Period Pursuant to Monthly Statements, but Not Yet Allowed***

Interim Compensation Sought in this Application Already Paid Pursuant to the Interim Compensation Order but Not Yet Allowed: \$0.00

Interim Expenses Sought in this Application Already Paid Pursuant to the Interim Compensation Order but Not Yet Allowed: \$0.00

***Summary of Interim Fees and Expenses Sought in this Application***

Total Interim Compensation and Expenses Sought in this Application Already Paid Pursuant to the Interim Compensation Order but Not Yet Allowed:	\$0.00
Total Interim Compensation and Expenses Sought in this Application Not Yet Paid:	\$5,497,182.65

***Summary of Rates and Other Related Information for the Fifth Interim Period***

Blended Rate in this Application for All Attorneys during the Fifth Interim Period:	\$846.70
Blended Rate in this Application for All Timekeepers during the Fifth Interim Period:	\$805.92
Number of Timekeepers Included in this Application during the Fifth Interim Period:	50
Number of Attorneys in this Application Not Included in Staffing Plan Approved by Client:	N/A
Difference Between Fees Budgeted and Compensation Sought for the Fifth Interim Period	In the aggregate, \$193,956.84 over the “high-case” budget for the Fifth Interim Period
Number of Attorneys Billing Fewer than 15 Hours to the Cases During the Fifth Interim Period:	1 attorney
Increase in Rates since Date of Retention:	None

***Summary of Fees and Expenses Sought for the Final Fee Period***

Time Period Covered by This Application on a Final Basis:	January 29, 2019 through and including July 1, 2020 (the “ <b>Final Fee Period</b> ”)
Amount of Compensation Sought as Actual, Reasonable and Necessary for the Final Fee Period:	\$116,733,043.00

1 Amount of Expense Reimbursement Sought As \$27,503,094.16<sup>1</sup>  
2 Actual, Reasonable and Necessary for the Final  
Fee Period:

3 Total Compensation and Expenses Requested \$144,236,137.16  
4 for the Final Fee Period:

5 ***Summary of Voluntary Fee and Expense Reductions for the Final Fee Period***

6 Amount of Credits and Voluntary Reductions to \$11,898,584.00 (including \$2,636,140.00 in  
7 Compensation Incurred During the Final Fee Period: voluntary write-offs<sup>2</sup> and the credits and  
discounts described in the Application)

8 ***Summary of Rates and Other Related Information in the Final Fee Period***

9 Blended Rate in this Application for All \$743.84  
10 Attorneys during the Final Fee Period:

11 Blended Rate in this Application for All \$683.52  
12 Timekeepers during the Final Fee Period:

13 Number of Timekeepers Included in this 221  
Application during the Final Fee Period:

14 Number of Attorneys in this Application Not N/A  
15 Included in Staffing Plan Approved by Client:

16 Difference Between Fees Budgeted and In the aggregate for the Final Fee Period, the  
17 Compensation Sought for the Final Fee Period: compensation and reimbursement sought is less  
than the amounts budgeted.

18 Number of Attorneys Billing Fewer than 15 10 attorneys  
19 Hours to the Cases During the Final Fee Period:

20 Increase in Rates since Date of Retention: None

21 This is a(n):  X  Interim  X  Final Application  
22  
23  
24  
25

26 <sup>1</sup> Including \$25,198,823.68 of Special Disbursements, the vast majority of which are pass-through expenses for  
27 subject matter experts.

28 <sup>2</sup> Meaning the reductions made during the billing review process prior to the submission of the fee statements.

## SUMMARY OF FIRST INTERIM FEE APPLICATION

Date Filed and Dkt. No.	Period Covered	Total Compensation and Expenses Incurred for Period Covered		Total Amount Paid to Date	
		Fees	Expenses	Fees	Expenses
06/19/2019 Dkt. No. 2645	01/29/19 – 02/28/19	\$7,350,674.50	\$410,918.01	\$7,035,746.98	\$410,918.01
07/18/2019 Dkt. No. 3084	03/01/19 – 03/31/19	\$7,888,829.00	\$247,388.40	\$7,550,845.14	\$247,388.40
08/08/2019 Dkt. No. 3484	04/01/19 – 04/30/19	\$7,599,874.75	\$219,270.08	\$7,274,270.66	\$219,270.08
08/20/2019 Dkt. No. 3614	05/01/19 – 05/31/19	\$7,503,720.75	\$144,485.33	\$7,182,236.22	\$144,485.33
<b>Total:</b>		<b>\$30,343,099.00<sup>3</sup></b>	<b>\$1,022,061.82</b>	<b>\$29,043,099.00</b>	<b>\$1,022,061.82</b>
<b>Fee Compromise:</b>		<b>(\$1,300,000.00)</b>			
<b>Adjusted Total:</b>		<b>\$29,043,099.00</b>			

## SUMMARY OF SECOND INTERIM FEE APPLICATION

Date Filed and Dkt. No.	Period Covered	Total Compensation and Expenses Incurred for Period Covered		Total Amount Paid to Date		Holdback Fees Requested
		Fees	Expenses	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 20%)
09/13/2019 Dkt. No. 3892	06/01/19 – 06/30/19	\$6,470,439.25	\$374,444.13	\$5,176,351.40	\$374,444.13	\$1,294,087.85
10/31/2019 Dkt. No. 4539	07/01/19 – 07/31/19	\$7,788,617.50	\$1,058,420.09	\$6,230,894.00	\$1,058,420.09	\$1,557,723.50
11/15/2019 Dkt. No. 4764	08/01/19 – 08/31/19	\$9,705,244.75	\$1,164,938.29	\$7,764,195.80	\$1,164,938.29	\$1,941,048.95
11/15/2019 Dkt. No. 4765	09/01/19 – 09/30/19	\$12,059,050.75	\$1,255,193.70	\$9,647,240.60	\$1,255,193.70	\$2,411,810.15
<b>Total:</b>		<b>\$36,023,352.25<sup>4</sup></b>	<b>\$3,852,996.21</b>	<b>\$28,818,681.80</b>	<b>\$3,852,996.21</b>	<b>\$7,204,670.45</b>
<b>Travel Adjustment:<sup>5</sup></b>						<b>(\$122,214.25)</b>
<b>Adjusted Total:</b>						<b>\$7,082,456.20</b>

## SUMMARY OF THIRD INTERIM FEE APPLICATION

Date Filed and Dkt. No.	Period Covered	Total Compensation and Expenses Incurred for Period Covered		Total Amount Paid to Date		Holdback Fees Requested
		Fees	Expenses	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 20%)
01/24/2020 Dkt. No. 5496	10/01/19 – 10/31/19	\$14,978,292.00	\$1,763,779.26	\$11,982,633.60	\$1,763,779.26	\$2,995,658.40
02/12/2020 Dkt. No. 5742	11/01/19 – 11/30/19	\$12,656,220.00	\$4,461,012.65	\$10,124,976.00	\$4,461,012.65	\$2,531,244.00
03/16/2020 Dkt. No. 6310	12/01/19 – 12/31/19	\$6,723,651.50	\$6,940,665.00	\$5,378,921.20	\$6,940,665.00	\$1,344,730.30
03/16/2020 Dkt. No. 6311	01/01/20 – 01/31/20	\$3,928,779.00	\$3,182,955.45	\$3,143,023.20	\$3,182,955.45	\$785,755.80
<b>Total:</b>		<b>\$38,286,942.50<sup>6</sup></b>	<b>\$16,348,412.36</b>	<b>\$30,629,554.00</b>	<b>\$16,348,412.36</b>	<b>\$7,657,388.50</b>

<sup>3</sup> Net of \$1,139,607.50 in voluntary write offs and \$1,300,000.00 fee compromise with Fee Examiner.

<sup>4</sup> Net of \$444,744.00 in voluntary write offs.

<sup>5</sup> As described in the Second Interim Fee Application.

<sup>6</sup> Net of \$534,162.00 in voluntary write offs and \$1,360,000.00 of one-time credits described in Cravath's Tenth and Twelfth Monthly Fee Statements.

## SUMMARY OF FOURTH INTERIM FEE APPLICATION

Date Filed and Dkt No.	Period Covered	Total Compensation and Expenses Incurred for Period Covered		Total Amount Previously Requested with Prior Monthly Fee Statement		Total Amount Paid to Date		Holdback Fees Requested
		Fees	Expenses	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 20%)
04/28/2020 Dkt. No. 6974	02/01/20 – 02/29/20	\$3,180,216.50	\$1,265,473.25	\$2,544,173.20	\$1,265,473.25	\$2,544,173.20	\$1,265,473.25	\$636,043.30
06/18/2020 Dkt. No. 8014	03/01/20 – 03/31/20	\$2,916,391.50	\$1,112,093.79	\$2,333,113.20	\$1,112,093.79	\$2,333,113.20	\$1,112,093.79	\$583,278.30
07/15/2020 Dkt. No. 8415	04/01/20 – 04/30/20	\$3,282,677.00	\$1,655,571.77	\$2,626,141.60	\$1,655,571.77	\$689,071.20 <sup>7</sup>	\$1,655,571.77	\$656,535.40
07/15/2020 Dkt. No. 8416	05/01/20 – 05/31/20	\$5,055,672.00	\$1,519,235.31	\$4,044,537.60	\$1,519,235.31	\$674,289.20 <sup>7</sup>	\$1,519,235.31	\$1,011,134.40
<b>Total:</b>		<b>\$14,434,957.00<sup>8</sup></b>	<b>\$5,552,374.12</b>	<b>\$11,547,965.60</b>	<b>\$5,552,374.12</b>	<b>\$6,240,646.80</b>	<b>\$5,552,374.12</b>	<b>\$2,886,991.40</b>
<b>Less Credit:<sup>9</sup></b>								<b>(\$68,454.50)</b>
<b>Adjusted Total:</b>								<b>\$2,818,536.90</b>

<sup>7</sup> The objection deadline with respect to Cravath's Fifteenth and Sixteenth Monthly Fee Statements was August 5, 2020. Cravath filed certificates of no objection with respect to Cravath's Fifteenth and Sixteenth Monthly Fee Statements on August 6, 2020 [Docket Nos. 8696, 8697]. As of the date of this Application, the Reorganized Debtors have remitted payment of 100% of the requested expenses, but only a portion of the 80% of the requested fees for each period. Accordingly, \$5,307,318.80 in respect of Cravath's Fifteenth and Sixteenth Monthly Fee Statements remains due and payable in accordance with the terms of the Interim Compensation Order as of the date of this Application.

<sup>8</sup> Net of \$456,922.00 in voluntary write offs.

<sup>9</sup> As described in the Fourth Interim Fee Application.

## SUMMARY OF FIFTH INTERIM FEE APPLICATION

Date Filed and Dkt No.	Period Covered	Total Compensation and Expenses Incurred for Period Covered		Total Amount Previously Requested with Prior Monthly Fee Statement		Total Amount Paid to Date		Holdback Fees Requested
		Fees	Expenses	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 20%)
08/28/2020 Dkt. No. 8902	06/01/20 – 07/01/20	\$4,769,933.00	\$727,249.65	\$3,815,946.40	\$727,249.65	\$0.00	\$0.00	\$953,986.60
Total:		\$4,769,933.00 <sup>10</sup>	\$727,249.65	\$3,815,946.40	\$727,249.65	\$0.00	\$0.00	\$953,986.60

Summary of Any Objections to Monthly Fee Statements:    None<sup>11</sup>  
Compensation and Expenses Sought in this Application  
for the Fifth Interim Period Not Yet Paid:                    \$5,497,182.65

<sup>10</sup> Net of \$60,704.50 in voluntary write offs.

<sup>11</sup> The objection deadline with respect to Cravath's Seventeenth Monthly Fee Statement is September 18, 2020. If the deadline passes without objection, the Reorganized Debtors will remit payment of 80% of the requested fees and 100% of the requested expenses for each period.



**COMPENSATION BY PROFESSIONAL  
FOR THE FIFTH INTERIM PERIOD**

The attorneys who rendered professional services in these Chapter 11 Cases during the Fifth Interim Period are:

NAME OF PROFESSIONAL PARTNERS:	DEPARTMENT	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Richard A. Hall	Corporate	1989	\$1,500	104.00	\$156,000.00
Andrew W. Needham	Tax	1995	1,500	52.60	78,900.00
George E. Zobitz	Corporate	1996	1,500	12.40	18,600.00
Paul H. Zumbro	Corporate	1998	1,500	62.70	94,050.00
Kevin J. Orsini	Litigation	2004	1,500	178.80	268,200.00
Omid H. Nasab	Litigation	2007	1,350	171.20	231,120.00
Nicholas A. Dorsey	Corporate	2010	1,100	257.40	283,140.00
C. Daniel Haaren	Corporate	2013	1,100	284.10	312,510.00
Evan Norris	Litigation	2003	1,100	30.40	33,440.00
<b>Total Partners:</b>				<b>1,153.60</b>	<b>\$1,475,960.00</b>

NAME OF PROFESSIONAL ASSOCIATES:	DEPARTMENT	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Lillian S. Grossbard	Litigation	1998	\$1,020	35.10	\$35,802.00
Scott Reents	Litigation	2008	975	29.80	29,055.00
Arvind Ravichandran	Tax	2013	960	93.50	89,760.00
David H. Korn	Litigation	2014	960	27.60	26,496.00
Christopher Beshara	Litigation	2015	940	270.70	254,458.00
Michael Zaken	Litigation	2015	940	52.70	49,538.00
Matthias Thompson	Litigation	2016	890	45.00	40,050.00
Norman J. Walczak	Corporate	2016	890	223.30	198,737.00
Salah M. Hawkins	Litigation	2016	890	39.70	35,333.00
Alexander Gerten	Corporate	2017	855	80.10	68,485.50
Nicholas Medling	Litigation	2017	855	169.70	145,093.50
Aashim Usgaonkar	Corporate	2018	840	61.30	51,492.00
Monica D. Kozycz	Litigation	2018	840	149.60	125,664.00
Patrick S. Taylor	Corporate	2018	840	374.80	314,832.00
Brittany Sherman	Litigation	2019	750	172.20	129,150.00
Caleb Robertson	Litigation	2019	750	201.00	150,750.00
Margaret Fleming	Corporate	2019	750	243.60	182,700.00
Seann Archibald	Corporate	2019	750	347.00	260,250.00
Ya Huang	Corporate	2019	750	243.50	182,625.00
Kyle Jorstad	Tax	2020	750	79.80	59,850.00
Andrew Astore	Corporate	2019	595	248.10	147,619.50
Harold King	Corporate	2020	595	204.00	121,380.00
William LaRosa	Litigation	2020	595	34.80	20,706.00
Ori Oren	Corporate	2020*	595	250.70	149,166.50
Benjamin Wylly	Litigation	2020**	595	118.00	70,210.00
Raffaele DiMaggio	Litigation	2004	565	126.10	71,246.50
Trebor Lloyd	Litigation	1993	415	123.60	51,294.00
Andrew Weiner	Litigation	1997	415	153.20	63,578.00
Donald Sanyi	Litigation	2011	415	161.30	66,939.50
<b>Total Associates:</b>				<b>4,359.80</b>	<b>\$3,192,261.00</b>

\* - Admitted during Fifth Interim Period.

\*\* - Admitted following Fifth Interim Period.

The paraprofessionals and other non-legal staff who rendered professional services in these Chapter 11 Cases during the Fifth Interim Period are:

NAME OF PARAPROFESSIONALS:	DEPARTMENT	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Chamblee Shufflebarger	Corporate Legal Assistant	\$310	11.50	\$3,565.00
Stephanie Scanzillo	Litigation Legal Assistant	310	60.90	18,879.00
Veronica Velasco	Litigation Legal Assistant	310	27.30	8,463.00
Vivian Fernandez	Litigation Legal Assistant	310	15.30	4,743.00
Ainslie Martin	Corporate Legal Assistant	290	41.50	12,035.00
Josephine Lovejoy	Corporate Legal Assistant	290	31.90	9,251.00
Justin Poitras	Corporate Legal Assistant	290	23.00	6,670.00
Michael Kotowski	Corporate Legal Assistant	290	88.30	25,607.00
Rachael Hall	Corporate Legal Assistant	290	12.00	3,480.00
Husniye Cogur	Litigation Legal Assistant	290	59.90	17,371.00
Nicole Jakobson	Litigation Legal Assistant	290	31.60	9,164.00
Ryan Render	Litigation Legal Assistant	290	37.10	10,759.00
<b>Total Paraprofessionals:</b>			<b>440.30</b>	<b>\$129,987.00</b>

The total fees for the Fifth Interim Period are:

PROFESSIONALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners	\$1,279.44	1,153.60	\$1,475,960.00
Associates	732.20	4,359.80	3,192,261.00
Paraprofessionals	295.22	440.30	129,987.00
<b>Blended Attorney Rate</b>	<b>846.70</b>		
<b>Blended Rate for All Timekeepers</b>	<b>805.92</b>		
<b>Total Hours and Fees Incurred</b>		<b>5,953.70</b>	<b>\$4,798,208.00<sup>12</sup></b>
<b>Less Credits<sup>13</sup></b>			<b>(\$28,275.00)</b>
<b>Total Adjusted Fees</b>			<b>\$4,769,933.00</b>

<sup>12</sup> Net of \$60,704.50 in voluntary write offs.

<sup>13</sup> Consistent with the Court's determination at the October 7, 2019 omnibus hearing regarding pre-admitted attorney rates, Cravath has capped pre-admitted attorney rates for billing purposes at \$450 per hour resulting in a discount of \$28,275.00 for the Fifth Interim Period.

**COMPENSATION BY PROFESSIONAL  
FOR THE FINAL FEE PERIOD**

The attorneys who rendered professional services in these Chapter 11 Cases during the Final Fee Period are:

NAME OF PROFESSIONAL PARTNERS:	DEPARTMENT	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
John W. White	Corporate	1974	\$1,500	19.80	\$29,700.00
Evan R. Chesler	Litigation	1976	1,500	143.30	214,950.00
Peter T. Barbur	Litigation	1989	1,500	685.20	1,027,800.00
Richard A. Hall	Corporate	1989	1,500	1,166.10	1,749,150.00
Julie A. North	Litigation	1990	1,500	869.70	1,304,550.00
Andrew W. Needham	Tax	1995	1,500	335.30	502,950.00
Antony L. Ryan	Litigation	1997	1,500	81.60	122,400.00
George E. Zobitz	Corporate	1996	1,500	535.90	803,850.00
Darin P. McAtee	Litigation	1993	1,500	365.70	548,550.00
Timothy G. Cameron	Litigation	1999	1,500	1,384.70	2,077,050.00
Paul H. Zumbro	Corporate	1998	1,500	1,310.20	1,965,300.00
Erik R. Tavzel	Corporate	1999	1,500	430.20	645,300.00
Kevin J. Orsini	Litigation	2004	1,500	3,159.70	4,739,550.00
John D. Buretta	Litigation	1997	1,350	49.20	66,420.00
J. Wesley Earnhardt	Litigation	2005	1,350	102.00	137,700.00
Benjamin Gruenstein	Litigation	2000	1,350	64.40	86,940.00
Stephen M. Kessing	Corporate	2006	1,350	42.90	57,915.00
David M. Stuart	Litigation	1996	1,350	281.00	379,350.00
Omid H. Nasab	Litigation	2007	1,350	1,755.10	2,369,385.00
Damaris Hernandez	Litigation	2008	1,350	990.20	1,336,770.00
Nicholas A. Dorsey	Corporate	2010	1,100	703.00	773,300.00
Andrew C. Elken	Corporate	2009	1,100	799.30	879,230.00
Lauren R. Kennedy	Litigation	2011	1,100	52.60	57,860.00
C. Daniel Haaren	Corporate	2013	1,100	1,351.80	1,486,980.00
Evan Norris	Litigation	2003	1,100	248.90	273,790.00
<b>Total Partners:</b>				<b>16,927.80</b>	<b>\$23,636,740.00</b>

NAME OF PROFESSIONAL ASSOCIATES:	DEPARTMENT	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Christopher J. Kelly	Corporate	2000	\$1,240	80.40	\$99,696.00
Joyce Law	Corporate	1998	1,080	16.20	17,496.00
Evan Norris	Litigation	2003	1,025	2,298.00	2,355,450.00
Lillian S. Grossbard	Litigation	1998	1,020	2,646.90	2,699,838.00
Lindsay J. Timlin	Litigation	2010	1,010	502.00	507,020.00
David A. Herman	Litigation	2008	975	1,060.20	1,033,695.00
Deborah L. Fox	Litigation	2008	975	152.00	148,200.00
Scott Reents	Litigation	2008	975	1,653.90	1,612,552.50
Megan Y. Lew	Litigation	2011	975	37.70	36,757.50
Nathan Denning	Litigation	2011	960	1,378.30	1,323,168.00
Brian Budnick	Corporate	2012	960	15.20	14,592.00
Brittany L. Sukiennik	Litigation	2012	960	1,430.60	1,373,376.00
C. Daniel Haaren	Corporate	2013	960	1,825.70	1,752,672.00
Arvind Ravichandran	Tax	2013	960 940	207.30 23.80	199,008.00 22,372.00
Paul Sandler	Corporate	2014	960 940	214.30 500.40	205,728.00 470,376.00
David H. Korn	Litigation	2014	960	27.60	26,496.00
Jordan Peterson	Litigation	2014	960	658.40	632,064.00
Morgan Cohen	Litigation	2014	960	120.70	115,872.00
Katherine D. Janson	Litigation	2006	945	235.10	222,169.50
Holden K. Sumner	Corporate	2014	940	13.70	12,878.00
Christopher Beshara	Litigation	2015	940 890	2,361.50 1,877.50	2,219,810.00 1,670,975.00
Kelsie Docherty	Litigation	2015	940 890	933.50 272.40	877,490.00 242,436.00
Michael Zaken	Litigation	2015	940 890	1,127.10 691.00	1,059,474.00 614,990.00
Michelle Swan	Litigation	2015	940	22.40	21,056.00
Sanjay Murti	Corporate	2015	890	16.10	14,329.00
Alison Miller	Litigation	2015	890	184.40	164,116.00
Maurio Fiore	Corporate	2016	890	24.60	21,894.00
Norman J. Walczak	Corporate	2016	890	563.20	501,248.00
Brendan Benedict	Litigation	2016	890 855	228.80 120.40	203,632.00 102,942.00
Charles E. Loeser	Litigation	2016	890 855	86.60 38.00	77,074.00 32,490.00
Christina Barreiro	Litigation	2016	890 855	676.20 176.50	601,818.00 150,907.50

NAME OF PROFESSIONAL ASSOCIATES:	DEPARTMENT	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Clay H. Greenberg	Litigation	2016	890 855	265.40 85.30	236,206.00 72,931.50
Matthias Thompson	Litigation	2016	890 855	774.40 1,044.60	689,216.00 893,133.00
Max A. Winograd	Litigation	2016	890 855	611.30 38.20	544,057.00 32,661.00
Molly Jamison	Litigation	2016	890	209.30	186,277.00
Peter Fountain	Litigation	2016	890 855	17.80 1,201.00	15,842.00 1,026,855.00
Salah M. Hawkins	Litigation	2016	890 855	1,056.70 754.20	940,463.00 644,841.00
Jana Hymowitz	Executive Compensation and Benefits	2015	855	12.40	10,602.00
Alexander Gerten	Corporate	2017	855	435.90	372,694.50
Evan E. H. Schladow	Corporate	2017	855 840	18.70 98.40	15,988.50 82,656.00
Timothy Nguyen	Corporate	2017	855	24.40	20,862.00
Flora Ng	Litigation	2017	855	23.80	20,349.00
Grant S. May	Litigation	2017	855 840	777.10 1,608.90	664,420.50 1,351,476.00
Justin Mungai	Litigation	2017	855	34.40	29,412.00
Marco Wong	Litigation	2017	855 840	728.30 1,198.50	622,696.50 1,006,740.00
Melissa Valladares	Litigation	2017	855	541.30	462,811.50
Nicholas Medling	Litigation	2017	855	1,230.60	1,052,163.00
Rebecca Schindel	Litigation	2017	855	61.40	52,497.00
Sarah V. Warburg-Johnson	Litigation	2017	855 840	421.80 48.70	360,639.00 40,908.00
Caleb Rosser	Corporate	2017	840	4.60	3,864.00
Sarah K. Johnson	Corporate	2017	840	15.00	12,600.00
Valerie Sapozhnikova	Corporate	2017	840	542.00	455,280.00
Beatriz Paterno	Litigation	2017	840	813.90	683,676.00
Samantha Bui	Litigation	2017	840	150.90	126,756.00
Aashim Usgaonkar	Corporate	2018	840	61.30	51,492.00
Christina S. Shin	Corporate	2018	840 750	55.90 47.50	46,956.00 35,625.00
Patrick S. Taylor	Corporate	2018	840 750	1,306.80 74.40	1,097,712.00 55,800.00
Alex Weiss	Litigation	2018	840 750	625.60 657.60	525,504.00 493,200.00
Alexander L. Mills	Litigation	2018	840	69.60	58,464.00
Allison Kempf	Litigation	2018	840 750	711.10 1,193.20	597,324.00 894,900.00

NAME OF PROFESSIONAL ASSOCIATES:	DEPARTMENT	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Allison Tilden	Litigation	2018	840 750	847.40 1,145.80	711,816.00 859,350.00
Bradley R. Niederschulte	Litigation	2018	840 750	785.00 126.40	659,400.00 94,800.00
Dean M. Nickles	Litigation	2018	840	530.00	445,200.00
Jessica Choi	Litigation	2018	840 750	248.10 918.80	208,404.00 689,100.00
Jonathan D. Mooney	Litigation	2018	840 750	392.90 9.60	330,036.00 7,200.00
Katherine O'Koniewski	Litigation	2018	840 750	432.70 332.70	363,468.00 249,525.00
Michael Ardeljan	Litigation	2018	840 750	158.70 103.20	133,308.00 77,400.00
Monica D. Kozycz	Litigation	2018	840 750	1,913.80 1,450.50	1,607,592.00 1,087,875.00
Sarah M. Topol	Litigation	2018	840 750	802.80 111.10	674,352.00 83,325.00
Sophia Suarez	Litigation	2018	840	36.90	30,996.00
Gabriella Abdalla	Litigation	2013 (Admitted in Brazil)	750	13.40	10,050.00
Marie Faber	Litigation	2014 (Admitted in Amsterdam)	750	12.00	9,000.00
Lukas Ritzenhoff	Litigation	2016 (Admitted in Berlin)	750	32.50	24,375.00
Edgar Myer	Litigation	2017 (Admitted in New South Wales)	750	1,345.40	1,009,050.00
Catriela Cohen	Corporate	2018	750	225.70	169,275.00
Jieun Lim	Corporate	2018	750	26.60	19,950.00
Melanie Cook	Corporate	2018	750	44.30	33,225.00
Michael Fahner	Corporate	2018	750	975.10	731,325.00
Christopher J. Charlton	Litigation	2018 (Admitted in England and Wales)	750	338.90	254,175.00
Jeffrey Then	Litigation	2018	750	67.50	50,625.00
Victoria Ryan	Litigation	2018	750	370.90	278,175.00
Margaret Fleming	Corporate	2019	750 595	1,477.10 1,112.90	1,107,825.00 662,175.50
Seann Archibald	Corporate	2019	750 595	1,025.40 242.40	769,050.00 144,228.00
Sylvia Mahaffey	Corporate	2019	750 595	233.50 940.30	175,125.00 559,478.50
Ya Huang	Corporate	2019	750 595	747.60 693.20	560,700.00 412,454.00



NAME OF PROFESSIONAL ASSOCIATES:	DEPARTMENT	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Aishlinn R. Bottini	Litigation	2019	750 595	230.10 826.90	172,575.00 492,005.50
Andrea Thompson	Litigation	2019	750	18.40	13,800.00
Brittany Sherman	Litigation	2019	750	1,607.00	1,205,250.00
Caleb Robertson	Litigation	2019	750 595	1,964.30 1,658.90	1,473,225.00 987,045.50
Derek Mong	Litigation	2019	750	468.80	351,600.00
Feyilana Lawoyin	Litigation	2019	750 595	571.70 940.80	428,775.00 559,776.00
Kalana Kariyawasam	Litigation	2019	750 595	804.20 1,127.00	603,150.00 670,565.00
Lauren A. Cole	Litigation	2019	750 595	985.50 191.30	739,125.00 113,823.50
Mika Madgavkar	Litigation	2019	750 595	472.50 196.30	354,375.00 116,798.50
Sara Bodner	Litigation	2019	750 595	917.20 1,307.60	687,900.00 778,022.00
Sofia Gentel	Litigation	2019	750 595	695.90 1,186.50	521,925.00 705,967.50
Kyle Jorstad	Tax	2020	750	273.90	205,425.00
Vanessa Isler	Corporate	2015 (Admitted in Switzerland)	645	160.00	103,200.00
Emily Tomlinson	Corporate	2019	595	184.80	109,956.00
Michael Kahn	Corporate	2019	595	15.70	9,341.50
Ciara Grubbs	Litigation	2019	595	475.60	282,982.00
Courtney Gans	Litigation	2019	595	11.00	6,545.00
Lauren Phillips	Litigation	2019	595	1,094.00	650,930.00
Rebecca Schwarz	Litigation	2019	595	1,022.80	608,566.00
Ryan Sila	Litigation	2019	595	468.20	278,579.00
Andrew Astore	Corporate	2019	595	1,186.10	705,729.50
Harold King	Corporate	2020	595	1,300.50	773,797.50
Ori Oren	Corporate	2020	595	742.90	442,025.50
Benjamin Wyllly	Litigation	2020*	595	1,615.90	961,460.50
Cristopher Ray	Litigation	2020*	595	265.30	157,853.50
Evan Siegel	Litigation	2020	595	594.80	353,906.00
Shanique Campbell	Litigation	2020	595	426.70	253,886.50
Swara Saraiya	Litigation	2019	595	739.90	440,240.50
William LaRosa	Litigation	2020	595	780.20	464,219.00
Lavinia Borzi	Corporate	2020	595	71.70	42,661.50

NAME OF PROFESSIONAL ASSOCIATES:	DEPARTMENT	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Tammuz Huberman	Corporate	2020	595	95.90	57,060.50
Joachim Trautmann	Litigation	2001	565	143.40	81,021.00
Marisa Wheeler	Litigation	2003	565	1,862.50	1,052,312.50
Raffaele DiMaggio	Litigation	2004	565	3,435.80	1,941,227.00
Joel Hagood	Litigation	2010	565	786.90	444,598.50
Jay Holt	Litigation	1977	415	1,412.80	586,312.00
Katherine Geraci	Litigation	1984	415	681.90	282,988.50
Alain Rozan	Litigation	1985	415	2,779.40	1,153,451.00
Andrea Naham	Litigation	1987	415	2,543.90	1,055,718.50
Matthew Goetz	Litigation	1992	415	808.40	335,486.00
Louise Quick	Litigation	1993	415	893.60	370,844.00
Trebor Lloyd	Litigation	1993	415	2,551.70	1,058,955.50
Grace Sommero	Litigation	1995	415	920.40	381,966.00
Andrew Weiner	Litigation	1997	415	2,770.80	1,149,882.00
Jianlong Sun	Litigation	1998	415	472.80	196,212.00
Samuel McLamore	Litigation	2000	415	281.20	116,698.00
Bradley Hillis	Litigation	2002	415	212.40	88,146.00
Peter Lee	Litigation	2004	415	1,818.30	754,594.50
Peter Truong	Litigation	2004	415	2,526.30	1,048,414.50
Andrew Sreniawski	Litigation	2005	415	201.50	83,622.50
Karen Dodson-Dobson	Litigation	2005	415	414.30	171,934.50
Alejandro MacLean	Litigation	2005	415	1,394.80	578,842.00
Robert Njoroge	Litigation	2008	415	1,798.70	746,460.50
Moshe K. Silver	Litigation	2009	415	1,993.30	827,219.50
Daniel Berkowitz	Litigation	2010	415	678.90	281,743.50
Michael Pfeffer	Litigation	2010	415	2,147.70	891,295.50
Dianne Rim	Litigation	2011	415	2,386.70	990,480.50
Donald Sanyi	Litigation	2011	415	1,412.10	586,021.50
Elizabeth Shura	Litigation	2011	415	781.60	324,364.00
Jane Dryer	Litigation	2011	415	159.80	66,317.00
Michael Fessler	Litigation	2011	415	2,251.50	934,372.50
Elizabeth Varas	Litigation	2013	415	908.00	376,820.00
Joanna Ingalls	Litigation	2013	415	479.70	199,075.50
Ryan Spence	Litigation	2013	415	1,550.20	643,333.00

NAME OF PROFESSIONAL ASSOCIATES:	DEPARTMENT	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Kimberly Tolman	Litigation	2014	415 390	675.00 832.00	280,125.00 324,480.00
Matthew Ng	Litigation	2014	415	1,732.90	719,153.50
Sherif Khalil	Litigation	2015	415	165.90	68,848.50
Nathan Ancheta	Litigation	2017	415	1,801.20	747,498.00
<b>Total Associates:</b>				<b>142,787.00</b>	<b>\$95,165,020.00</b>

\* - Admitted following Final Fee Period.

The paraprofessionals and other non-legal staff who rendered professional services in these Chapter 11 Cases during the Final Fee Period are:

NAME OF PARAPROFESSIONALS:	DEPARTMENT	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Alex Kol	Litigation Technology	\$400	42.00	\$16,800.00
Brian Ross	Litigation Technology	400	8.50	3,400.00
Janet Venegas Fernando	Litigation Technology	400	653.10	261,240.00
Justin McMullen	Litigation Technology	400	18.00	7,200.00
Miguel Gonzalez	Litigation Technology	385	260.80	100,408.00
Vaughn Harper	Litigation Technology	385	116.50	44,852.50
Lee Michael Stein	Litigation Technology	375	138.70	52,012.50
John C. McCormack	Litigation Support	360	144.50	52,020.00
Jonathan Morales	Litigation Technology	360	127.80	46,008.00
Roberto Severini	Litigation Technology	360	575.90	207,324.00
Lauren Ruffin	Litigation Legal Assistant	335	51.90	17,386.50
Somaiya Kibria	Litigation Legal Assistant	335	1,389.50	465,482.50
Brittany Dobson	Litigation Support	335	429.90	144,016.50
Justin Kim	Litigation Support	335	30.20	10,117.00
Dana Crandall	Litigation Support Administrator	335	165.00	55,275.00
Chamblee Shufflebarger	Corporate Legal Assistant	310	11.50	3,565.00
David Sizer	Litigation Legal Assistant	310	428.00	132,680.00
Elizabeth Greene	Litigation Legal Assistant	310	681.50	211,265.00
Elizabeth Lewis	Litigation Legal Assistant	310	74.60	23,126.00
Erin Munro	Litigation Legal Assistant	310 290	40.50 11.00	12,555.00 3,190.00
Jessica Farrell	Litigation Legal Assistant	310 290	150.10 274.00	46,531.00 79,460.00
Jim V. Bell	Litigation Legal Assistant	310 290	1,007.20 667.50	312,232.00 193,575.00
Joan Lewandowski	Litigation Legal Assistant	310	1,254.40	388,864.00
Kathleen Driscoll	Litigation Legal Assistant	310 290	804.20 317.20	249,302.00 91,988.00
Katie Dillon	Litigation Legal Assistant	310	16.50	5,115.00
Laura De Feo	Litigation Legal Assistant	310	588.70	182,497.00
Matthew London	Litigation Legal Assistant	310	626.80	194,308.00
Sarah Lim	Litigation Legal Assistant	310	50.90	15,779.00
Scott Levinson	Litigation Legal Assistant	310	386.60	119,846.00
Stephanie Scanzillo	Litigation Legal Assistant	310 290	1,855.90 750.40	575,329.00 217,616.00
Veronica Velasco	Litigation Legal Assistant	310 290	340.00 1,903.20	105,400.00 551,928.00
Vivian Fernandez	Litigation Legal Assistant	310 290	359.20 1,863.10	111,352.00 540,299.00

Zachary Sanders	Litigation Legal Assistant	310 290	264.20 433.40	81,902.00 125,686.00
Ainslie Martin	Corporate Legal Assistant	290	41.50	12,035.00
Josephine Lovejoy	Corporate Legal Assistant	290	57.20	16,588.00
Justin Poitras	Corporate Legal Assistant	290	23.00	6,670.00
Michael Kotowski	Corporate Legal Assistant	290	103.70	30,073.00
Rachael Hall	Corporate Legal Assistant	290	12.00	3,480.00
Charlie Zhen	Litigation Legal Assistant	290	1,153.30	334,457.00
David Gonyer	Litigation Legal Assistant	290	10.50	3,045.00
Husniye Cogur	Litigation Legal Assistant	290	1,511.50	438,335.00
Nicole Jakobson	Litigation Legal Assistant	290	1,460.40	423,516.00
Raley Abramczyk	Litigation Legal Assistant	290	1,238.80	359,252.00
Rebecca O'Neill	Litigation Legal Assistant	290	423.60	122,844.00
Ryan Render	Litigation Legal Assistant	290	294.00	85,260.00
<b>Total Paraprofessionals:</b>			<b>25,642.40</b>	<b>\$7,894,487.50</b>

The total fees for the Final Fee Period are:

PROFESSIONALS	BLENDED RATE	HOURS	TOTAL COMPENSATION
Partners	\$1,396.33	16,927.80	\$23,636,740.00
Associates	666.48	142,787.00	95,165,020.00
Paraprofessionals	307.87	25,642.40	7,894,487.50
Blended Attorney Rate	743.84		
Blended Rate for All Timekeepers	683.52		
Total Hours and Fees Incurred:		185,357.20	\$126,696,247.50 <sup>14</sup>
Less Compromise in respect of First Interim Fee Application			(\$1,300,000.00)
Less Travel Adjustments for First and Second Interim Fee Applications <sup>15</sup>			(\$1,479,567.00)
Less Prior Credits <sup>16</sup>			(\$1,360,000.00)
Less Adjustments <sup>17</sup>			(\$823,637.50)
Less Final Credit <sup>18</sup>			(\$5,000,000.00)
Total Adjusted Fees:			\$116,733,043.00

<sup>14</sup> Net of \$2,636,140.00 in voluntary write offs.

<sup>15</sup> Such amount is not counted towards the voluntary reductions or credits in the Application.

<sup>16</sup> As described in Cravath's Tenth and Twelfth Monthly Fee Statements.

<sup>17</sup> Consistent with the Court's determination at the October 7, 2019 omnibus hearing regarding pre-admitted attorney rates, Cravath has capped pre-admitted attorney rates for billing purposes at \$450 per hour resulting in a discount of \$823,637.50 in respect of the Second, Third, Fourth and Fifth Interim Fee Applications. Certain of Cravath's monthly fee statements did not reflect a discounted rate due to the expectation that Cravath would reach an agreement with the Fee Examiner regarding the specific discount to be applied. In light of the upcoming hearing on this Application, Cravath has reflected a discounted amount. Such amount is not counted towards the voluntary reductions or credits in the Application.

<sup>18</sup> As described further below, in respect of the Final Fee Period Cravath and the Debtors have agreed to a further credit in the amount of \$5,000,000.00, to be applied to this Application.

**COMPENSATION BY PROJECT CATEGORY  
FOR THE FIFTH INTERIM PERIOD**

<b>TASK CODE</b>	<b>DESCRIPTION</b>	<b>HOURS</b>	<b>AMOUNT</b>
ADMN	Case Administration (Incl. Docket Updates and Case Calendar)	44.90	\$13,345.00
ADVS	Adversary Proceedings	119.00	111,494.50
CASE	General Case Strategy	72.10	63,509.00
CASH	Financing / Cash Collateral	2,494.20	1,995,398.00
COMM	Committee Matters	12.20	10,500.00
CRAV	Cravath Retention and Fee Application	180.80	85,050.00
GOVR	Corporate Governance and Securities Matters	1,237.00	1,111,327.00
HEAR	Hearings and Court Matters	90.80	114,124.00
INVS	Investigations	689.90	388,755.50
NONB	Non-Bankruptcy Litigation	486.50	484,261.00
OPRS	Business Operations Matters	13.00	11,705.00
PLAN	Plan of Reorganization / Plan Confirmation	159.50	186,576.00
REGS	Regulatory & Legislative Matters	178.60	103,125.00
WILD	Wildfire Claims Matters	175.20	119,038.00
<b>Total:</b>		<b>5,953.70</b>	<b>\$4,798,208.00*</b>

\* - Net of \$60,704.50 in voluntary write offs.

**COMPENSATION BY PROJECT CATEGORY  
FOR THE FINAL FEE PERIOD**

<b>TASK CODE</b>	<b>DESCRIPTION</b>	<b>HOURS</b>	<b>AMOUNT</b>
ADMN	Case Administration	2,615.60	\$858,023.00
ADVS	Adversary Proceedings	611.50	545,512.50
ASST	Use and Sale of Assets, Including 363 Sales	185.10	172,899.00
AUTO	Automatic Stay	154.30	127,680.00
BARN	Bar Date and Claims Noticing Matter	293.90	263,110.50
CASE	General Case Strategy	4,472.60	3,727,035.50
CASH	Financing / Cash Collateral	9,219.10	7,935,182.50
COMM	Committee Matters	17,055.40	9,259,218.00
CRAV	Cravath Retention and Fee Application	4,455.00	2,549,824.50
CRED	Creditor Inquiries	23.10	25,661.50
DSSV	Disclosure Statement / Solicitation / Voting Matters	118.50	119,068.50
ECUL	Executory Contracts and Unexpired Leases	0.30	282.00
FEEO	Retention and Fee Application of Non-Cravath Professionals	377.40	330,117.00
GOVR	Corporate Governance and Securities Matters	9,112.40	8,611,755.50
HEAR	Hearings and Court Matters	1,366.60	1,322,279.50
INVS	Investigations	12,855.00	8,766,065.50
NONB	Non-Bankruptcy Litigation	47,761.30	30,024,631.00
OCMS	Other Contested Matters	341.90	320,922.00
OPRS	Business Operations Matters	2,197.40	1,813,570.00
PLAN	Plan of Reorganization / Plan Confirmation	1,552.10	1,637,829.00
PUBL	Public Relations Strategy	328.30	345,301.50
REGS	Regulatory & Legislative Matters	22,631.70	13,896,766.50
TRVL	Non-Working Travel Time	4,071.50	2,635,633.50*
USTM	U.S. Trustee Matters/Meetings/Communications/Reports	47.60	37,424.50
WILD	Wildfire Claims Matters	43,509.60	30,528,045.00
<b>Total:</b>		<b>185,357.20</b>	<b>\$125,853,838.00**</b>

\* - Non-Working Travel Time (airplane travel) capped at two hours for billing purposes (including a \$842,409.50 adjustment as described in the Second Interim Fee Application).

\*\* - Net of \$2,636,140.00 in voluntary write offs.



**EXPENSE SUMMARY  
FOR THE FIFTH INTERIM PERIOD**

<b>EXPENSES</b>	<b>AMOUNT</b>
Courier/Mail Services	\$64.54
Special Disbursements (Including Expert Fees)	726,345.13
Travel	839.98
<b>Total:</b>	<b>\$727,249.65</b>

**EXPENSE SUMMARY  
FOR THE FINAL FEE PERIOD**

<b>EXPENSES</b>	<b>AMOUNT</b>
Business Meals	\$102,228.97
Courier/Mail Services	38,956.01
Duplicating	27,661.64
Meeting/Deposition Rooms	468.30
Miscellaneous	5,969.71
Special Disbursements (Including Expert Fees)	25,198,823.68
Transportation	117,080.54
Travel	2,011,905.31*
<b>Total</b>	<b>\$27,503,094.16</b>

\* - Hotel expenses have been capped for reimbursement purposes at \$600.00/night.

CRAVATH, SWAINE & MOORE LLP  
Paul H. Zumbro (*pro hac vice*)  
(pzumbro@cravath.com)  
Kevin J. Orsini (*pro hac vice*)  
(korsini@cravath.com)  
Omid H. Nasab (*pro hac vice*)  
(onasab@cravath.com)  
Worldwide Plaza  
825 Eighth Avenue  
New York, NY 10019  
Tel: 212 474 1000  
Fax: 212 474 3700

*Attorneys for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case  
No. 19-30088 (DM).*

KELLER BENVENUTTI KIM LLP  
Tobias S. Keller (#151445)  
(tkeller@kblkllp.com)  
Jane Kim (#298192)  
(jkim@kblkllp.com)  
650 California Street, Suite 1900  
San Francisco, CA 94108  
Tel: 415 496 6723  
Fax: 650 636 9251

Bankruptcy Case No. 19-30088 (DM)

Chapter 11  
(Lead Case)  
(Jointly Administered)

**FIFTH INTERIM AND FINAL FEE  
APPLICATION OF CRAVATH, SWAINE  
& MOORE LLP FOR ALLOWANCE AND  
PAYMENT OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR  
(I) THE FIFTH INTERIM PERIOD  
JUNE 1, 2020 THROUGH AND  
INCLUDING JULY 1, 2020 AND (II) THE  
FINAL FEE PERIOD JANUARY 29, 2019  
THROUGH AND INCLUDING JULY 1,  
2020**

Date: TBD  
Time: TBD (Pacific Time)  
Place: United States Bankruptcy Court  
Courtroom 17, 16th Floor  
San Francisco, CA 94102

**Objection Deadline:** September 21, 2020 at  
4:00 p.m. (Pacific Time)

1 Cravath, Swaine & Moore LLP (“**Cravath**”), attorneys for PG&E Corporation  
2 (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in  
3 possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the  
4 “**Chapter 11 Cases**”), for its fifth interim and final fee application (the “**Application**”), pursuant to  
5 sections 330(a) and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016  
6 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for (i) the interim allowance  
7 of compensation for professional services performed by Cravath and for reimbursement of its actual  
8 and necessary expenses incurred for the period commencing on June 1, 2020 through and including  
9 July 1, 2020 (the “**Fifth Interim Period**”) and (ii) the final allowance of compensation for professional  
10 services performed by Cravath and for reimbursement of its actual and necessary expenses incurred  
11 for the period commencing January 29, 2019 through and including July 1, 2020 (the “**Final Fee**  
12 **Period**”), respectfully represents:

13 **PRELIMINARY STATEMENT AND CASE STATUS**

14 1. On June 20, 2020, the Court entered the *Order Confirming Debtors’ and*  
15 *Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization Dated June 19, 2020* [Docket No.  
16 8053] (the “**Confirmation Order**”) confirming the *Debtors’ and Shareholder Proponents’ Joint*  
17 *Chapter 11 Plan of Reorganization Dated June 19, 2020* [Docket No. 8048] (the “**Plan**”). On July 1,  
18 2020, the effective date of the Plan occurred (the “**Effective Date**”). In accordance with the terms of  
19 the Interim Compensation Order (as defined below), the Plan, and the Confirmation Order, this  
20 Application seeks approval of compensation and reimbursement of amounts incurred by Cravath, as  
21 counsel to the Debtors, for the Fifth Interim Period and the Final Fee Period.

22 2. The Chapter 11 Cases and the hundreds of stayed and contemplated litigations  
23 concerning the 2015 Butte fire, the 2017 North Bay fires (including the 2017 Tubbs fire) and the 2018  
24 Camp fire (collectively, the “**Wildfire Litigations**”) were large, complex actions. Since January 29,  
25 2019, and throughout the Final Fee Period, Cravath provided critical advice and services to the Debtors  
26 as described herein and in Cravath’s First Interim Fee Application, Second Interim Fee Application,  
27 Third Interim Fee Application and Fourth Interim Fee Application.

1                   3.       With respect to the Fifth Interim Period, Cravath's role in representing the  
2 Debtors was expansive and concerned six primary areas, among several others. *First*, Cravath was  
3 lead counsel in all the Wildfire Litigations and the 2019 Kincade fire. The Wildfire Litigations  
4 comprised claims by thousands of plaintiffs—including individuals, insurance companies and public  
5 entities—with potential liabilities in excess of \$30 billion if the Debtors were to be found liable for  
6 certain or all of the alleged damages (excluding potential punitive damages, fines and penalties and  
7 damages from claims that have not manifested yet). During the Fifth Interim Period, Cravath spent  
8 over 170 hours of attorney and para-professional time (under task code "WILD") on matters related  
9 to the Wildfire Litigations and the Kincade fire, including working with experts, responding to data  
10 requests and negotiating with opposing counsel. *Second*, Cravath, along with the Debtors' other  
11 professionals, advised the Debtors on financing matters, spending over 2,400 hours of professional  
12 time in connection the exit financing for the Debtors' plan of reorganization (under task code  
13 "CASH"). *Third*, Cravath advises the Debtors on all wildfire and related issues that have arisen in  
14 connection with the Utility's corporate probation resulting from its January 27, 2017 federal criminal  
15 convictions. This has entailed drafting detailed responses to the federal monitor appointed to oversee  
16 that probation, as well as to the Hon. William H. Alsup. Cravath recorded over 480 hours of  
17 professional time (under task code "NONB") in connection with the criminal probation and other  
18 criminal inquiries. *Fourth*, Cravath has represented the Debtors in responding to detailed data requests  
19 from state regulatory agencies, municipalities and consumer groups, spending over 170 hours of  
20 professional time on such responses (under task code "REGS"), including the California Public  
21 Utilities Commission (the "CPUC") and CAL FIRE. *Fifth*, during the Fifth Interim Period, Cravath  
22 conducted other categories of investigations, spending over 680 hours of professional time on such  
23 investigations (primarily under task code "INVS"). *Sixth*, Cravath advised the Debtors during the  
24 Fifth Interim Period on corporate governance matters and participated in the arbitrations with the TCC,  
25 spending over 1,200 hours of professional time on such responses (under task code "GOVR"),  
26 including in connection with the drafting and/or review of the Debtors' SEC filings and other public  
27 disclosures to investors. *Lastly*, Cravath participated in various aspects of these Chapter 11 Cases with  
28

1 the Debtors' other professionals with such bankruptcy work divided among several task codes,  
2 including "CASE", "PLAN" and "CRAV" (for drafting documents related to Cravath's retention and  
3 fee applications and related matters). These categories—among several others—are described in  
4 greater detail below. Given the breadth, complexity and volume of the work for which Cravath seeks  
5 compensation on behalf of its team of 50 professionals—who in the aggregate recorded 5,953.70 hours  
6 during the Fifth Interim Period—the descriptions herein are necessarily summary in fashion.

7           4. This Application has been prepared in accordance with the Bankruptcy Code,  
8 the Bankruptcy Rules, the Bankruptcy Local Rules for the Northern District of California (the "**Local**  
9 **Rules**"), the *Order Pursuant to 11 U.S.C. §§ 331 and 105(a) and Fed. R. Bankr. P. 2016 for Authority*  
10 *to Establish Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*  
11 [Docket No. 701] (the "**Interim Compensation Order**"), the *Guidelines for Compensation and*  
12 *Expense Reimbursement of Professionals and Trustees for the Northern District of California*, dated  
13 February 19, 2014 (the "**Local Guidelines**"), the *U.S. Trustee Guidelines for Reviewing Applications*  
14 *for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger*  
15 *Chapter 11 Cases*, effective November 1, 2013 (the "**U.S. Trustee Guidelines**"), the revised *Fee*  
16 *Examiner Protocol for Chapter 11 Cases of PG&E Corporation and Pacific Gas and Electric*  
17 *Company* [Docket No. 4473-1] filed on October 24, 2019 (the "**Revised Protocol**," and, together with  
18 the Local Guidelines and the U.S. Trustee Guidelines, the "**Fee Guidelines**") and the *Amended Order*  
19 *Granting Fee Examiner's Motion to Approve Fee Procedures* [Docket No. 5168] entered on  
20 December 18, 2019 (the "**Amended Fee Procedures Order**").

#### 21 **JURISDICTION**

22           5. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157  
23 and 1334, the *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General  
24 Order 24 (N.D. Cal.) and Rule 5011-1(a) of the Local Rules. This is a core proceeding pursuant to 28  
25 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

## **BACKGROUND**

6. On January 29, 2019 (the “**Petition Date**”), the Debtors commenced these Chapter 11 Cases. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee has been appointed in either of the Chapter 11 Cases. The Chapter 11 Cases are being jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b).

7. On February 12, 2019, the United States Trustee (the “**U.S. Trustee**”) appointed an Official Committee of Unsecured Creditors (the “**Creditors’ Committee**”). On February 15, 2019, the U.S. Trustee appointed an Official Committee of Tort Claimants (the “**Tort Claimants Committee**” and, together with the Creditors’ Committee, the “**Committees**”). On May 29, 2019, the Court entered an order appointing Bruce A. Markell as the fee examiner for the Chapter 11 Cases (the “**Fee Examiner**”). On August 30, 2019, the Fee Examiner filed the *Fee Examiner Protocol for Chapter 11 Cases of PG&E Corporation and Pacific Gas and Electric Company* [Docket No. 3762-1] with the Court. On October 24, 2019, having met and conferred with the Debtors, the U.S. Trustee and the Committees, the Fee Examiner filed the Revised Protocol with the Court. On December 18, 2019, the Court entered the Amended Fee Procedures Order.

8. Additional information regarding the circumstances leading to the commencement of the Chapter 11 Cases and information regarding the Debtors’ businesses and capital structure is set forth in the *Amended Declaration of Jason P. Wells in Support of the First Day Motions and Related Relief* [Docket No. 263] (the “**Wells Declaration**”).

## **THE DEBTORS’ RETENTION OF CRAVATH**

9. On March 22, 2019, the Debtors filed an application to employ Cravath as their attorneys, effective as of the Petition Date [Docket No. 1024] (the “**Retention Application**”), which application was approved by the Court by Order entered April 25, 2019 [Docket No. 1683] (the “**Retention Order**”).

10. The Retention Order authorizes the Debtors to compensate and reimburse Cravath in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Fee Guidelines and the Interim Compensation Order. The Retention Order also authorizes the Debtors to compensate Cravath

1 at its customary hourly rates for services rendered and to reimburse Cravath for its actual and necessary  
2 expenses incurred, subject to application to this Court. Specifically, the Retention Order authorizes  
3 Cravath “to render the professional services specified in or contemplated by the [Retention]  
4 Application” [Docket No. 1683 ¶ 3], which are:

- 5 • “advising and representing the Debtors with respect to the Wildfire  
6 Litigation Matters, including by prosecuting actions on the Debtors’ behalf,  
7 defending actions commenced or ongoing against the Debtors, negotiating  
8 disputes in which the Debtors are involved and preparing objections to  
9 motions or to claims filed against the Debtors’ estates;
- 10 • advising and representing the Debtors in connection with claims allowance,  
11 claims estimation and related settlement and plan of reorganization matters  
12 with respect to claims in connection with the Wildfire Litigation Matters;
- 13 • representing the Debtors in connection with investigations and inquiries by  
14 regulators and prosecuting authorities related to the Northern California  
15 wildfires, and advising the Debtors in connection with wildfire issues that  
16 have arisen or may arise in connection with their criminal probation arising  
17 from the San Bruno gas explosion;
- 18 • advising and representing the Debtors with respect to (i) any sale or other  
19 disposition or separation of assets or other strategic transactions; (ii) any  
20 financing transactions, including any amendment to, or incremental  
21 borrowing under, the DIP Financing, and bankruptcy exit financings;  
22 (iii) corporate governance and disclosure matters; and (iv) tax and employee  
23 benefits matters; in each case including negotiating and preparing on the  
24 Debtors’ behalf any agreements, applications, motions and other filings  
25 related thereto;
- 26 • in consultation with the Debtors’ other professionals, taking all necessary  
27 actions in connection with any Chapter 11 plan and related disclosure  
28 statement and/or other related documents, including in particular as they  
relate to the matters specified above; and
- performing all other necessary legal services in connection with these  
Chapter 11 Cases as requested by the Debtors and without duplication of  
other professionals’ services.”

[Docket No. 1024 at 8.]

**SUMMARY OF PROFESSIONAL COMPENSATION**  
**AND REIMBURSEMENT OF EXPENSES REQUESTED**

11. For the Fifth Interim Period, Cravath seeks interim allowance of compensation  
for professional services performed during the Fifth Interim Period in the amount of \$4,769,933.00  
and for reimbursement of expenses incurred in connection with the rendition of such services in the



1 amount of \$727,249.65. During the Fifth Interim Period, Cravath attorneys and paraprofessionals  
2 expended a total of 5,953.70 hours in connection with the necessary services performed.

3 12. For the Final Fee Period, Cravath seeks final allowance of compensation for  
4 professional services performed during the Final Fee Period in the amount of \$116,733,043.00 and for  
5 reimbursement of expenses incurred in connection with the rendition of such services in the amount  
6 of \$27,503,094.16 (including \$4,769,933.00 in fees and \$727,249.65 in expenses for the Fifth Interim  
7 Period). During the Final Fee Period, Cravath attorneys and paraprofessionals expended a total of  
8 185,357.20 hours in connection with the necessary services performed (including 5,953.70 hours  
9 during the Fifth Interim Period).

10 13. The \$116,733,043.00 sought for professional services performed during the  
11 Final Fee Period reflects certain credits, adjustments and reductions, including, (i) \$2,636,140.00 in  
12 voluntary write offs, (ii) a \$1,300,000.00 fee compromise agreed to with the Fee Examiner in respect  
13 of the First Interim Fee Application, (iii) \$1,360,000.00 in one-time credits agreed to with the Debtors  
14 as described in the Third Interim Fee Application, (iv) a discount of \$1,602,444.00 resulting from the  
15 voluntary continuation by Cravath of its 2019 hourly rates to professional services performed during  
16 these Chapter 11 Cases in 2020 in light of the high volume of professional services provided by  
17 Cravath to the Debtors during 2019 and (v) a further final \$5,000,000.00 credit agreed to by Cravath  
18 and the Debtors to be applied to this Application. In the aggregate, these reductions amount to nearly  
19 \$11.9 million or approximately 10.2% of the \$116,733,043.00 final compensation sought pursuant to  
20 this Application.

21 14. There is no agreement or understanding between Cravath and any other person,  
22 other than members of the firm, for the sharing of compensation to be received for services rendered  
23 in these Chapter 11 Cases. Except as set forth below with respect to payments received by Cravath  
24 pursuant to the Interim Compensation Order, during the Final Fee Period, Cravath received no  
25 payment or promises of payment from any source for services rendered or to be rendered in any  
26 capacity whatsoever in connection with the matters covered by this Application.

1           15.     The fees charged by Cravath in these Chapter 11 Cases are billed in accordance  
2 with Cravath's existing billing rates<sup>1</sup> and procedures in effect during the Final Fee Period. Except as  
3 described herein and in Cravath's prior fee applications, the rates Cravath charges for the services  
4 rendered by its professionals and paraprofessionals in these Chapter 11 cases are generally the same  
5 rates Cravath charges for professional and paraprofessional services rendered in comparable  
6 bankruptcy and non-bankruptcy related matters. Such fees are reasonable based on the customary  
7 compensation charged by comparably skilled practitioners in comparable bankruptcy and non-  
8 bankruptcy cases in a competitive national legal market.

9           16.     The summary sheets contain a schedule of Cravath professionals and  
10 paraprofessionals who have performed services for the Debtors during the Fifth Interim Period and  
11 during the Final Fee Period, the capacities in which each individual is employed by Cravath, the  
12 department in which each individual practices, the hourly billing rate charged by Cravath for services  
13 performed by such individuals, the year in which each attorney was first licensed to practice law,  
14 where applicable, and the aggregate number of hours expended in this matter and fees billed therefor.  
15 Biographical information for paraprofessionals can be made available upon request by the Court, and  
16 has been provided to the Fee Examiner pursuant to the Amended Fee Procedures Order.

17           17.     The summary sheets also contain a summary of Cravath's hours billed during  
18 the Fifth Interim Period and during the Final Fee Period using project categories (each of which  
19 correspond to a billing task code) described therein and hereinafter described. Cravath maintains  
20 computerized records of the time spent by all Cravath attorneys and paraprofessionals in connection  
21 with its representation of the Debtors. Copies of these computerized records have been filed on the  
22 docket with Cravath's monthly fee statements and furnished to the Debtors, counsel for each of the  
23 Committees, the U.S. Trustee and the Fee Examiner in the format specified by the Fee Guidelines.

24  
25  
26           <sup>1</sup> As previously noted, consistent with its customary practices, on January 1, 2020, Cravath's standard hourly rates  
27 for attorneys and paraprofessionals increased; however, in light of the high volume of professional services provided by  
28 Cravath to the Debtors during 2019, Cravath and the Debtors agreed to maintain Cravath's 2019 hourly rates for 2020,  
resulting in a net discount to the Debtors' estates of \$1,602,444.00.

1           18.     The summary sheets also contain a schedule specifying the categories of  
2 expenses incurred during the Fifth Interim Period and during the Final Fee Period for which Cravath  
3 is seeking reimbursement and the total amount for each such expense category. Itemized schedules of  
4 all such expenses have been filed on the docket with Cravath's monthly fee statements, provided to  
5 the Debtors, counsel for each of the Committees, the U.S. Trustee and the Fee Examiner.

6           19.     Annexed hereto as **Exhibit A** is a certification regarding Cravath's compliance  
7 with the Fee Guidelines.

8           20.     Annexed hereto as **Exhibit B** is a summary and comparison of the aggregate  
9 blended hourly rates billed by Cravath's timekeepers in its New York office (Cravath's sole domestic  
10 office) on all matters during the preceding year on a rolling 12-months year ending June 30, 2020 and  
11 the blended hourly rates billed to the Debtors during the Fifth Interim Period.

12           21.     Cravath discussed its rates, fees and staffing with the Debtors at the outset of  
13 these cases. Further, Cravath provided the Debtors with an estimated budget in connection with the  
14 Debtors' postpetition financing, which, as to the Fifth Interim Period, was most recently amended and  
15 agreed-upon on June 22, 2020. A summary of Cravath's budget, as applicable for the Fifth  
16 Interim Period, is attached hereto as **Exhibit C**. For the Fifth Interim Period, Cravath estimated its  
17 fees and expenses, including pass-through expenses for retained experts, would be approximately  
18 \$5,303,226 (pro-rating for July 1, 2020) in the "high-case", and the fees and expenses sought for the  
19 Fifth Interim Period are within 10% of that estimate. A summary of staffing is attached hereto as  
20 **Exhibit D**. Attorneys and paraprofessionals assigned to this matter were necessary to assist with the  
21 administration of the Chapter 11 Cases, preservation of the Debtors' assets and the other matters  
22 described herein. The Debtors are aware of the complexities of these cases, the many issues that need  
23 to be addressed, the various disciplines involved and that staffing needs are dynamic based on a  
24 number of factors, many of which are unpredictable, including the activities of other parties in interest  
25 in these Chapter 11 Cases.

26           22.     To the extent that pass-through expenses incurred relating to the Final Fee  
27 Period (including the Fifth Interim Period) were not invoiced to Cravath or otherwise processed prior  
28

to the preparation of this Application, Cravath reserves the right to request additional reimbursement of such expenses directly from the Reorganized Debtors without any further application.

**SUMMARY OF SERVICES PERFORMED BY  
CRAVATH DURING THE FIFTH INTERIM PERIOD**

23. As described above, during the Fifth Interim Period, Cravath rendered substantial professional services to the Debtors in connection with their ongoing restructuring efforts, corporate governance matters, regulatory investigations and financing matters. The following is a summary of the significant professional services rendered by Cravath during the Fifth Interim Period, organized in accordance with Cravath's internal system of project or work codes:

- a. Case Administration (Incl. Docket Updates and Case Calendar) (Task Code ADMN)  
Fees: \$13,345.00; Total Hours: 44.90
  - Managed and tracked litigation, arbitration and investigation materials, including collecting and saving pertinent case materials and correspondence; and updating a calendar of deadlines across multiple matters;
  - Maintained credentials for secure File Transfer Protocol sites and transmission of files through the same; and
  - Compiled and organized attorney-requested materials for attorney and client review.
- b. Adversary Proceedings (Task Code ADVS)  
Fees: \$111,494.50; Total Hours: 119.00
  - Drafted, reviewed and commented on filings related to the appeal of the bankruptcy court's dismissal of the adversary proceeding regarding public safety power shutoffs ("PSPS appeal");
  - Conducted and reviewed legal research relevant to the PSPS appeal; and
  - Corresponded with co-counsel regarding the PSPS appeal.
- c. General Case Strategy (Task Code CASE)  
Fees: \$63,509.00; Total Hours: 72.10
  - Participated in numerous meetings, conferences and teleconferences and engaged in written communications among Cravath, the Debtors and the Debtors' other advisors regarding general case strategy and status;
  - Prepared for and participated in meetings and teleconferences concerning case resolution and strategy, including relating to section 502(c) matters;
  - Prepared key legal matters update for the Debtors' Board of Directors;
  - Drafted and reviewed Chapter 11 timelines and related emergence planning materials; and
  - Organized and tracked legal holds and document collection work in support of all matters.

d. Financing / Cash Collateral (Task Code CASH)

Fees: \$1,995,398.00; Total Hours: 2,494.20

- Negotiated and/or revised transaction documentation related to the Debtors' proposed Exit Financing, including the amended Equity Backstop Commitment Letters and related subscription agreements, and private investment in public equity ("PIPE") investment agreement;
- Drafted, negotiated, and revised registration rights agreements related to the Fire Victim Trust;
- Drafted and revised prospectus supplement riders related to the debt-financing component of Debtors' Exit Financing;
- Drafted and revised prospectus supplements related to the equity-financing component of Debtors' Exit Financing;
- Drafted and revised the motion to approve amendments to the Equity Backstop Commitment Letters;
- Participated in conferences and teleconferences with the Debtors, other Debtor professionals, the Equity Backstop and Backstop Debt Commitment Parties and their professionals regarding the Exit Financing and Exit Financing orders, and prepared and reviewed certain related presentations and other materials;
- Prepared and/or reviewed drafts of various public and/or regulatory filings in respect of the Exit Financing; and
- Attention to matters regarding the DIP facility.

e. Committee Matters (Task Code COMM)

Fees: \$10,500.00; Total Hours: 12.20

- Responded to Committee discovery requests;
- Corresponded with third parties regarding document subpoenas from the Tort Claimant Committee;
- Responded to inquiries from third parties regarding document subpoenas from the Tort Claimant Committee;
- Coordinated productions for Committee discovery requests; and
- Responded to informal Committee inquiries.

f. Cravath Retention and Fee Applications (Task Code CRAV)

Fees: \$180.80; Total Hours: 85,050.00

- Prepared guidance and provided advice regarding proper time entry preparation; and
- Reviewed and revised time entries prepared for submission with monthly fee statements to prevent the disclosure of privileged information or attorney work product.

g. Corporate Governance and Securities Matters (Task Code GOVR)

Fees: \$1,111,327.00; Total Hours: 1,237.00

- Drafted and edited numerous of the Debtors' SEC filings;
- Reviewed and provided comments to the Debtors' press releases and investor communications;
- Prepared for and participated in the arbitrations with the TCC regarding the registration rights agreement and related matters;
- Corresponded with shareholders and their representatives;
- Prepared materials for and participated in meetings of the Debtors' boards of directors and related committees;

- Conferred with the Debtors' auditors and financial advisors regarding securities, accounting and other governance issues; and
- Corresponded with the Debtors' officers and directors on corporate governance matters.

h. Hearings and Court Matters (Task Code HEAR)

Fees: \$114,124.00; Total Hours: 90.80

- Prepared for and attended certain in-person and telephonic hearings before the Court, including hearings related to plan confirmation and exit financing.

i. Investigations (Task Code INVS)

Fees: \$388,755.50; Total Hours: 689.90

- Conducted factual investigations regarding various electric operations issues and the cause and origin of the Kincade Fire, including interviewing Debtor personnel and reviewing Debtor documents regarding the same.

j. Non-Bankruptcy Litigation (Task Code NONB)

Fees: \$484,261.00; Total Hours: 486.50

- Reviewed and commented on responses to numerous requests from the federal monitor appointed in *United States of America v. Pacific Gas and Electric Company*, No. 3:14-cr-00175-WHA; and
- Conducted numerous meetings and interviews with subject matter experts and PG&E leadership, engaged in discussions with federal monitor concerning probation conditions, and prepared multiple submissions in response to court orders in *United States of America v. Pacific Gas and Electric Company*, No. 3:14-cr-00175-WHA.

k. Business Operations Matters (Task Code OPRS)

Fees: \$11,705.00; Total Hours: 13.00

- Provided legal advice relating to numerous business operations matters;
- Responded to inquiries from third-party counsel concerning subpoenas served by Tort Claimants Committee;
- Drafted weekly key items update and prepared investigation update materials for presentation to Board of Directors; and
- Advised on protocol for access to restricted sites for inspection and maintenance work and coordinated site access for same with external counsel.

l. Plan of Reorganization / Plan Confirmation (Task Code PLAN)

Fees: \$186,576.00; Total Hours: 159.50

- Participated in internal and external conferences and teleconferences with the Debtors, other Debtor professionals and other parties in interest regarding Debtors' Plan of Reorganization;
- Analyzed and revised wildfire claims, governance and exit financing related aspects of Debtors' Plan of Reorganization, proposed Confirmation Order and confirmation brief; and
- Drafted and reviewed certain stipulations with the TCC and the Fire Victim Trust.

m. Regulatory & Legislative Matters (Task Code REGS)  
Fees: \$103,125.00; Total Hours: 178.60

- Conducted meetings and interviews with Debtor personnel to determine location and collection strategy for documents responsive to data requests served by the CPUC pertaining to the 2019 Kincade Fire and other areas contemplated by the requests;
- Collected and reviewed documents for responsiveness to data requests served by the CPUC pertaining to the 2019 Kincade Fire and other areas contemplated by the requests;
- Reviewed and redacted documents responsive to CPUC data requests for privilege and prepared confidentiality declarations;
- Produced documents responsive to CPUC data requests and coordinated with document vendors with respect to the same; and
- Drafted narrative responses to questions posed by CPUC pertaining to the 2019 Kincade Fire and other areas contemplated by the requests.

n. Wildfire Claims Matters (Task Code WILD)  
Fees: \$119,038.00; Total Hours: 175.20

- Managed the preservation and collection of evidence related to the Kincade fire;
- Conducted ongoing factual investigations of Kincade fire, including interviewing Debtor personnel, reviewing Debtor documents, conducting site visits and reviewing physical evidence;
- Conducted and reviewed legal research relevant to wildfire claims; and
- Analyzed and tracked claims data.

24. The foregoing is merely a summary of the various professional services rendered by Cravath during the Fifth Interim Period. The professional services performed by Cravath were necessary and appropriate to the administration of the Chapter 11 Cases and were in the best interests of the Debtors and the estates. Compensation for such services as requested is commensurate with the complexity, importance and nature of the issues and tasks involved.

25. The professional services performed by Cravath on behalf of the Debtors during the Fifth Interim Period required an aggregate expenditure of 5,953.70 recorded hours by Cravath's partners, counsel, associates and paraprofessionals. Of the aggregate time expended, 1,153.60 recorded hours were expended by Cravath partners; 4,359.80 recorded hours were expended by associates, counsel, practice area attorneys and discovery attorneys; and 440.30 recorded hours were expended by paraprofessionals and other non-legal staff of Cravath.

26. During the Fifth Interim Period, Cravath billed the Debtors for time expended by attorneys based on hourly rates ranging from \$415.00 to \$1,500.00 per hour for attorneys. Allowance of compensation in the amount requested would result in a blended hourly billing rate for



attorneys of approximately \$846.70 (based on 5,513.40 recorded hours for attorneys at Cravath's billing rates in effect at the time of the performance of services).

**SUMMARY OF SERVICES PERFORMED BY  
CRAVATH DURING THE FINAL FEE PERIOD**

27. The professional services summarized above and performed by partners, counsel and associates of Cravath during the Final Fee Period were primarily rendered by the Corporate and Litigation Departments.<sup>2</sup> The professional services performed by Cravath on behalf of the Debtors during the Final Fee Period required an aggregate expenditure of 185,357.20 recorded hours by Cravath's partners, counsel, associates and paraprofessionals. Of the aggregate time expended, 16,927.80 recorded hours were expended by Cravath partners; 142,787.00 recorded hours were expended by associates, counsel, practice area attorneys and discovery attorneys; and 25,642.40 recorded hours were expended by paraprofessionals and other non-legal staff of Cravath.

28. During the Final Fee Period, Cravath billed the Debtors for time expended by attorneys based on hourly rates ranging from \$415.00 to \$1,500.00 per hour for attorneys. Allowance of compensation in the amount requested would result in a blended hourly billing rate for attorneys of approximately \$743.84 (based on 159,714.80 recorded hours for attorneys at Cravath's billing rates in effect at the time of the performance of services).

**ACTUAL AND NECESSARY DISBURSEMENTS OF CRAVATH**

29. Cravath has disbursed \$27,503,094.16<sup>3</sup> as expenses incurred in providing professional services during the Final Fee Period (including \$727,249.65 during the Fifth Interim Period). These expenses are reasonable and necessary and were essential to, among other things, ongoing work of subject matter experts retained for purposes of the Wildfire Litigations, travel to and from court hearings and preparation of materials for the same. Pursuant to arrangements agreed to between the Debtors and the Office of the U.S. Trustee (and disclosed to the Committees), expenses for subject matter experts relating to the Wildfire Litigations and associated claims are included as

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<sup>2</sup> Cravath's Financial Restructuring and Reorganization ("FR&R") practice group is organizationally located in the Corporate Department, but involves the participation of attorneys from both the Corporate and Litigation Departments.

<sup>3</sup> Including \$25,198,823.68 of Special Disbursements, the vast majority of which are pass-through expenses for subject matter experts.



1 pass-through expenses under the line item “Special Disbursements”, and separate approval by the  
2 Court of the employment of these subject matter experts by Cravath has not been sought or obtained.

3 30. Cravath has made every effort to minimize its disbursements in these  
4 Chapter 11 Cases. The actual expenses incurred in providing professional services were necessary,  
5 reasonable and justified under the circumstances to serve the needs of the Debtors, their estates and  
6 their economic stakeholders.

7 **THE REQUESTED COMPENSATION SHOULD BE ALLOWED**

8 31. Section 331 of the Bankruptcy Code provides for interim compensation of  
9 professionals and incorporates the substantive standards of section 330 to govern the Court’s award of  
10 such compensation. 11 U.S.C. § 331. Section 330 of the Bankruptcy Code provides that a Court may  
11 award a professional employed under section 327 of the Bankruptcy Code “reasonable compensation  
12 for actual, necessary services rendered [and] reimbursement for actual, necessary expenses.”  
13 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and  
14 reimbursement:

15 In determining the amount of reasonable compensation to be awarded  
16 to [a] professional person, the court shall consider the nature, the  
17 extent, and the value of such services, taking into account all relevant  
factors, including –

- 18 (A) the time spent on such services;
- 19 (B) the rates charged for such services;
- 20 (C) whether the services were necessary to the administration of, or  
21 beneficial at the time at which the service was rendered toward  
the completion of, a case under this title;
- 22 (D) whether the services were performed within a reasonable  
23 amount of time commensurate with the complexity,  
importance, and nature of the problem, issue, or task addressed;
- 24 (E) with respect to a professional person, whether the person is  
25 board certified or otherwise has demonstrated skill and  
experience in the bankruptcy field; and
- 26 (F) whether the compensation is reasonable based on the customary  
27 compensation charged by comparably skilled practitioners in  
cases other than cases under this title.

28 *Id.* § 330(a)(3).

1           32. In the instant case, Cravath submits that the services for which it seeks  
2 compensation and the expenditures for which it seeks reimbursement in this Application were  
3 necessary for and beneficial to the preservation and maximization of value for all stakeholders and to  
4 the orderly administration of the Chapter 11 Cases. The Debtors sought Chapter 11 protection “to find  
5 the quickest and most efficient way to provide compensation” to the victims “of the tragic 2017 and  
6 2018 wildfires” who are entitled to compensation. (Aug. 14, 2019 Hr’g Tr. 22:21-23:2 (Statement of  
7 K. Orsini); *accord* Aug. 13, 2019 Hr’g Tr. 7:13-8-23 (Statement of the Court).) Cravath’s work, as  
8 summarized above and detailed in its time entries, is focused on the resolution of claims stemming  
9 from the wildfires, as well as related regulatory compliance investigations and activities. Such  
10 services and expenditures were necessary to and in the best interests of the Debtors’ estates, creditors  
11 and all other parties in interest. The compensation requested herein is reasonable and appropriate in  
12 light of the nature, extent and value of such services to the Debtors, as well as the size and complexity  
13 of these Chapter 11 Cases, the Wildfire Litigations and related investigations and corporate  
14 governance matters.

15           33. The professional services were performed expediently and efficiently.  
16 Whenever possible, Cravath sought to minimize the costs of its services to the Debtors by utilizing  
17 junior attorneys and paraprofessionals to handle routine work and initial drafting of litigation  
18 materials.

19           34. The amounts sought for final allowance in the Application reflect voluntary  
20 reductions and credits of nearly \$11.9 million. On a percentage basis, the aggregate reductions  
21 included in the Application amount to approximately 10.2% of the \$116,733,043.00 final  
22 compensation sought, which is more than three times the amount, on a percentage basis, of the  
23 compromises obtained by the Fee Examiner from the other retained professionals as of the Fee  
24 Examiner’s second status report. (*Fee Examiner’s Second Report on Status of Fee and Expense*  
25 *Applications Submitted, Approved and Pending filed August 28, 2020* [Docket No. 8900 ¶12],  
26 indicating an aggregate of \$5,144,716.33 of reductions relating to \$166,693,007.35 of fees and  
27  
28

1 expenses, or 3.0%.) Therefore, the Application should be approved on the basis requested without  
2 further reduction or adjustment.

3 35. In sum, the services rendered by Cravath were necessary and beneficial to the  
4 Debtors' estates and were consistently performed in a timely manner commensurate with the  
5 complexity, importance and nature of the issues involved. Accordingly, approval of the compensation  
6 for professional services and reimbursement of expenses sought herein is warranted.

7 **NOTICE**

8 36. Notice of this Application has been provided to parties in interest in accordance  
9 with the procedures set forth in the Interim Compensation Order. Cravath submits that, in view of the  
10 facts and circumstances, such notice is sufficient and no other or further notice need be provided.

11 **CONCLUSION**

12 37. Cravath respectfully requests that the Court (i) (a) award interim allowance of  
13 Cravath's compensation for professional services rendered during the Fifth Interim Period in the  
14 amount of \$5,497,182.65, consisting of \$4,769,933.00, representing 100% of fees incurred during the  
15 Fifth Interim Period, and reimbursement of \$727,249.65, representing 100% of actual and necessary  
16 expenses incurred during the Fifth Interim Period and (b) award final allowance of Cravath's  
17 compensation for professional services rendered during the Final Fee Period in the amount of  
18 \$144,236,137.16, consisting of \$116,733,043.00, representing 100% of fees incurred during the Final  
19 Fee Period, and reimbursement of \$27,503,094.16, representing 100% of actual and necessary  
20 expenses, in all instances as incurred during the Final Fee Period, and that such allowance be without  
21 prejudice to Cravath's right to seek additional reimbursement of pass-through expenses incurred  
22 during the Final Fee Period, which were not invoiced to Cravath or otherwise processed at the time of  
23 this Application; (ii) direct payment by the Reorganized Debtors of the difference between the  
24 amounts allowed and any amounts previously paid by the Debtors pursuant to the Interim  
25 Compensation Order; and (iii) grant such other and further relief as is just.

1 Dated: August 31, 2020

2  
3 **CRAVATH, SWAINE & MOORE LLP**

4  
5 /s/ Paul H. Zumbro

6 Paul H. Zumbro

7  
8 *Attorneys for Debtors and Debtors in Possession*

**Notice Parties**

PG&E Corporation  
c/o Pacific Gas & Electric Company  
77 Beale Street  
San Francisco, CA 94105  
Attn: John R. Simon, Esq.

Keller Benvenuti Kim LLP  
650 California Street, Suite 1900  
San Francisco, CA 94108  
Attn: Tobias S. Keller, Esq.,  
Jane Kim, Esq.

Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, NY 10153  
Attn: Stephen Karotkin, Esq.  
Jessica Liou, Esq.  
Matthew Goren, Esq.

The Office of the United States Trustee for Region 17  
450 Golden Gate Avenue, 5th Floor, Suite #05-0153  
San Francisco, CA 94102  
Attn: James L. Snyder, Esq.,  
Timothy Laffredi, Esq.

Milbank LLP  
55 Hudson Yards  
New York, NY 10001-2163  
Attn: Dennis F. Dunne, Esq.,  
Sam A. Khalil, Esq.

Milbank LLP  
2029 Century Park East, 33rd Floor  
Los Angeles, CA 90067  
Attn: Paul S. Aronzon, Esq.,  
Gregory A. Bray, Esq.,  
Thomas R. Kreller, Esq.

Baker & Hostetler LLP  
11601 Wilshire Boulevard, Suite 1400  
Los Angeles, CA 90025-0509  
Attn: Eric Sagerman, Esq.,  
Cecily Dumas, Esq.

Bruce A. Markell  
Fee Examiner  
541 N. Fairbanks Ct., Ste 2200  
Chicago, IL 60611-3710

Scott H. McNutt  
324 Warren Road  
San Mateo, California 94402